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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION.

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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FILED
99 DEC 20 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 17, 1999

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003074721--5
-12/20/99--01056--017
*****78.75 *****78.75

Re: **BROCKWAY FAMILY PARTNERS, INC.**

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$78.75 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

**ARTICLES OF INCORPORATION
OF
BROCKWAY FAMILY PARTNERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Brockway Family Partners, Inc. (the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have two directors initially. The name and address of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office, are:

John C. Brockway, Jr.
c/o Bill Ussery Motors, Inc.
300 Almeria Avenue
Coral Gables, Florida 33134

Patricia A. Brockway
c/o Bill Ussery Motors, Inc.
300 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

c/o Bill Ussery Motors, Inc.
300 Almeria Avenue
Coral Gables, Florida 33134

Executed at Miami, Florida this 17th day of December, 1999.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: _____

Justin T. Wilson
Justin T. Wilson
Secretary and Treasurer

ACCEPTANCE BY REGISTERED AGENT

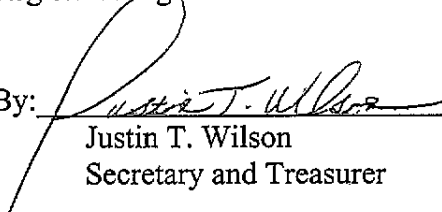
Having been appointed the Registered Agent of Brockway Family Partners, Inc.

the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 17th day of December, 1999.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: _____


Justin T. Wilson
Secretary and Treasurer

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